

EXHIBIT 9



Assumption & Assignment Confirmation Letter

GENERAL MOTORS COMPANY
(formerly NGMCO, Inc.)

MOTORS LIQUIDATION COMPANY
(formerly General Motors Corporation)

Date: **9/1/2009**

Vendor: **M-TEC ASSOCIATES**
Vendor Identification: **807178108**

Re: Confirmation of Assumption and Assignment of Executory Contract(s)

Ladies and Gentlemen:

This letter confirms that the Executory Contract(s) identified on Schedule A hereto was/were assumed by Motors Liquidation Company (formerly General Motors Corporation) (the "Parent") and assigned by Parent to General Motors Company (formerly NCMCO, Inc.) (the "Purchaser") as of and effective on the date set forth on Schedule A annexed here to in accordance with the terms and conditions of that certain Amended and Restated Master Sale and Purchase Agreement, dated as of July 26, 2009, by and among Parent, Saturn LLC, Saturn Distribution Corporation and Purchaser, as amended (the "MSPA"), and the Sale Approval Order.

Capitalized terms used and not otherwise defined herein shall have the meaning given to them in the MSPA.

Very truly yours,

GENERAL MOTORS COMPANY
/s/ Robert E. Socia
Vice President
Global Purchasing and Supply Chain

MOTORS LIQUIDATION COMPANY
/s/ Al Koch
President & CEO



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Schedule A

Row ID	GM Contract ID	Counterparty Name	Contract Name / Description	Contract Type	Business Unit / Functional Area	Contract Status
5716-000E7452	TCB02210	M-TEC ASSOCIATES		Blanket Order		ASSUMED JULY 10, 2009

Count of Contracts:

1